

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Oi S.A., et al.¹

Debtors in a Foreign Proceeding.

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Case No. 16-11791 (SHL)

Chapter 15

Upon consideration of the ex parte Motion to Shorten Notice and Setting Procedures for Hearing to Consider Petitioner's Motion for Provisional Relief (the "**Motion to Shorten**")² pursuant to the Bankruptcy Rules seeking to shorten the notice period and to set procedures with respect to the hearing to consider the *Petitioner's Motion for Provisional Relief Pursuant to Sections 1519, 1521(a)(7), and 362 of the Bankruptcy Code* (the "**Motion for Provisional Relief**"); and the Court having found that the Court has jurisdiction to consider the Motion to Shorten and the relief requested therein pursuant to sections 157 and 1334 of title 28 of the United States Code; and the Court having found that this is a core proceeding pursuant to section 157(b)(2)(P) of title 28 of the United States Code and the Amended Standing Order of Reference dated January 31, 2012, Reference M-431, In re Standing Order of Reference Re: Title 11, 12 Misc. 00032 (S.D.N.Y. Feb. 2, 2012) (Preska, C.J.); and the Court having found that venue of this proceeding is proper before this Court pursuant to sections 1409 and 1410 of title 28 of the United States Code; and the Court having found cause for ex parte action and for the relief requested pursuant to Local Bankruptcy Rule 9077-1(b); and after due deliberation and sufficient cause appearing therefor,

¹ The debtors in these chapter 15 cases and the four identifying digits of the tax number of each are: Oi S.A. ("**Oi**") (5.764), Telemar Norte Leste S.A. ("**Telemar**") (0.118), Oi Brasil Holdings Cooperatief U.A. ("**Coop**") (8518), and Oi Móvel S.A. ("**Móvel**") (3.963) (collectively, the "**Debtors**").

² Capitalized terms not otherwise defined herein shall carry the meanings ascribed to them in the Motion to Shorten.

IT IS HEREBY ORDERED that:

- (a) The Motion to Shorten is granted.
- (b) A hearing (the “**Hearing**”) to consider the Motion for Provisional Relief and the relief requested therein shall be held before the Honorable Michael E. Wiles United States Bankruptcy Judge, in Room 617 of the Bankruptcy Court, on June 22, 2016 **at 10:00 a.m.** (prevailing Eastern time).
- (c) Immediately upon entry of this Order, the Debtor shall serve the Motion for Provisional Relief, the proposed order on the Motion for Provisional Relief, all materials filed in support of the Motion for Provisional Relief, and a copy of this Order by email or by overnight and international courier service upon all parties listed in Exhibit 1 annexed hereto.
- (d) Service in the time and manner set forth above shall be good and sufficient service and adequate notice of the Motion for Provisional Relief and the Hearing.
- (e) Responses and objections, if any, to the Motion for Provisional Relief and the relief requested therein may be made at the hearing or in writing. Any objection made in writing shall set forth the basis therefor, and such responses or objections must be (i) filed electronically with the Court on the Court’s electronic case filing system in accordance with and except as provided in General Order M-399 and the Court’s Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court’s website at www.nysb.uscourts.gov) (and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408), and a hard copy of such response or objection to be sent to the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Judge, and

(ii) served upon White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036,
Attention: John K. Cunningham and Richard S. Kebrdle, so as to be actually received no later
than **9:45 a.m.** on June 22, 2015.

(f) The Court shall, and hereby does, retain jurisdiction with respect to all matters
arising from or related to the implementation or interpretation of this Order.

Dated: June 21, 2016
New York, New York

s/ Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1 to Proposed Order

- i. Oi S.A., R. Lavradio, No. 71, 2nd Floor, Rio de Janeiro, Brazil, email: priscila.salomao@oi.net.br, as a Debtor in these Chapter 15 Cases;
- ii. Telemar Norte Leste S.A., R. General Polidoro, No. 99, Rio de Janeiro, RJ, Brazil, email: priscila.salomao@oi.net.br, as a Debtor in these Chapter 15 cases;
- iii. Oi Móvel S.A., Setor Comercial Norte, Quadra 3, Bloco A, Edifício Estação Telefônica, térreo #2, Rio de Janeiro, RJ, 13900, Brazil, email: priscila.salomao@oi.net.br, as a Debtor in these Chapter 15 cases;
- iv. Oi Brasil Holdings Cooperatief U.A., Naritaweg 165, Amsterdam, Netherlands, as a Debtor in these Chapter 15 cases;
- v. Luiz Antonio de Sampaio Campos, Barbosa Mussnich Aragoa, Av. Alm. Barroso, 52 Centro, Rio de Janeiro, RJ, 20031, Brazil, email: lac@bmalaw.com.br, as Brazilian co-counsel to the Debtors;
- vi. Meyer and Paolo Penalva Santos, Rosman, Penalva, Souza Leao, Franco, Rua de Assembleia, 10, 38º Andar, Rio de Janeiro, RJ, 20031, Brazil, email: jacmeyer@psadvs.com.br and paulopenalva@psadvs.com.br, as Brazilian co-counsel to the Debtors;
- vii. Hendrik Van Druten, Loyens & Leoff, Fred. Roeskestraat 100, 1076 ED Amsterdam, the Netherlands, email: hendrik.van.druten@loyensloeff.com, as Dutch counsel to Oi;
- viii. Lucas P. Kortmann, Resor N.V., Symphony Offices, Gustav Mahlerplein 27, 1082MS Amsterdam, the Netherlands, email: lucas.kortmann@resor.nl as Dutch counsel to Coop;
- ix. Richard J. Cooper, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, email: rcooper@cgsh.com, as U.S. counsel to the Ad Hoc Group;
- x. Pinheiro Neto Advogados, Rua Hungria, 1100, São Paulo, SP, 01455-906, Brasil, email: gcolombo@pn.com.br, as Brazilian counsel to the ad hoc group of bondholders;
- xi. Capricorn Capital LTD - Corporate Services Ltd., PO Box 1344, dms House, 20 Genesis Close, Grand Cayman KY1-110, Cayman Islands, c/o Aurelius Capital Management, email: Dprietto@aurelius-capital.com, as bondholder;
- xii. Houthoff Buruma Coöperatief U.A. Postbus 75505, 1070 AM Amsterdam, Netherlands, email: verhoeven@houthoff.com as Dutch counsel to Capricorn;
- xiii. Syzygy Capital Management Ltd., 10 East 40Th Street 10Th Floor, New York, New York, 10016, as bondholders;

- xiv. Quinn Emanuel Urquhart & Sullivan, LLP), 865 South Figueroa Street, 10th Floor, Los Angeles, CA, 90017-2543, email: johnshaffer@quinnemanuel.com, as U.S. counsel to Syzygy;
- xv. Falceri Ivano, Via Villanuova 10, Mori (Trento), cap 38065, Italia, as a bondholder;
- xvi. The Bank of New York Mellon, 101 Barclay Street, Floor 4E, New York, NY 10286, as the Indenture Trustee for the 2016, 2017, 2019, 2020, and 2022 U.S. Notes;
- xvii. The Bank of New York Mellon, 101 Barclay Street, Floor 7E, New York, NY 10286, as the Indenture Trustee for the 2021 U.S. Notes;
- xviii. Chadbourne, 1301 Avenue of the Americas, New York, NY 10019, email: mbaldwin@chadbourne.com, as Counsel for The Bank of New York Mellon;
- xix. Citicorp Trustee Company Limited, Canada Square, Canary Wharf, London E14 5LB, United Kingdom;
- xx. The Bank of New York Mellon (Trustee), 385 Rifle Camp Road - 3rd floor - Garret Tower - Woodland Park, N.J 07424, as Trustee for U.S. 2016, 2019, and 2020 Senior Notes;
- xxi. China Development Bank Corporation, 12th-15th Floor, Citic Tower, No. 1093 Shennan Zhong Road, Shenzhen 518031, P.R. China;
- xxii. Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, EC2N 2DB London, United Kingdom;
- xxiii. Export Development Canada, 150 Slater Street, Ottawa, Canada K1A 1K3;
- xxiv. Finnish Export Credit LTD., P.O. Box 123, Eteläesplanadi 8, FI-00131 Helsinki, Finland;
- xxv. HSBC Bank USA, 452 Fifth Ave, New York, NY 10018;
- xxvi. Nordic Investment Bank, Fabianinkatu 34 - P.O. Box 249, FI-00171, Helsinki, Finland;
- xxvii. The Bank of Tokyo-Mitsubishi UFH, Ltd., Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9AN, United Kingdom;
- xxviii. Portugal Telecom International Finance B.V, Naritaweg 165, 1043 BW Amsterdam, the Netherlands, as affiliate;
- xxix. Nick Biegman, De Brauw Blackstone Westbroek N.V., Claude Debussylan 80, P.O. Box 75084, 1070 AB Amsterdam, The Netherlands, email: niek.biegman@debrauw.com as Dutch counsel to Portugal Telecom International Finance B.V.;

- xxx. Portugal Telecom Participações SGPS, Avenida Fontes Pereira de Melo, nº 51, 6º andar, letra G, freguesia Avenidas Novas, concelho de Lisboa, 1050-120 Lisboa, Portugal, as affiliate;
- xxxi. Richard Hudson, of McKinsey & Company, 1 Jermyn St, London SW1Y 4UH, as Foreign Representative in the United Kingdom;
- xxxii. Jeff Fourmaux, esq. Friedman Kaplan Seidler & Adelman LLP, email: jfourmaux@fklaw.com;
- xxxiii. Edward Friedman, esq., Friedman Kaplan Seidler & Adelman LLP, email: efriedman@fklaw.com;
- xxxiv. Lawrence Robbins, esq., Robbins Russell Englert Orseck Untereiner & Sauber LLP, email: lrobbins@robbinsrussell.com;
- xxxv. Ariel Lavinbuk, esq., Robbins Russell Englert Orseck Untereiner & Sauber LLP email: alavinbuk@robbinsrussell.com;
- xxxvi. Lee Turner Friedman, esq., Robbins Russell Englert Orseck Untereiner & Sauber LLP, email: lfriedman@robbinsrussell.com;
- xxxvii. The Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, email: USTP.Region02@usdoj.gov; and
- xxxviii. the following contract counterparties and additional creditors in the table that follows on the succeeding page:

CONTRACT PARTIES	ADDITIONAL CREDITORS
AT&T CORP. 412 MT. KEMBLE AVENUE MORRISTOWN, NJ 07960 UNITED STATES	AIRTEL KARNATAKA 3RD FLOOR JIL TOWER –LI, PLOT NO. 78 HARYANA, INDIA
AT&T WIRELESS SERVICES 7277 164TH AVE NE REDMOND, WA 98052 UNITED STATES	AIRTEL PUNJAB 3RD FLOOR JIL TOWER –LI, PLOT NO. 78 HARYANA, INDIA
BBC WORLDWIDE LIMITED 201 WOOD LANE LONDON, W12 UNITED KINGDOM	AMX ARGENTINA S.A. AVENIDA DE MAYO 878 BUENOS AIRES, ARGENTINA
BLOOMBERG L.P. 731 LEXINGTON AVENUE NEW YORK, NY 10022 UNITED STATES	BHARTI AIRTEL LTD./BHARTI HEX 201 PRESTIGE TERMINUS3, 1 ST FLOOR BANGALORE, INDIA
BRAZIL DISTRIBUTION LLC 4000 PONCE DE LEON BLVD., SUITE 800 CORAL GABLES, FL 33146 UNITED STATES	BLUESNAP, INC. 800 SOUTH STREET, SUITE 64 WALTHAM, MA 2453
BT AMERICAS INC. 350 MADISON AVENUE, 4TH FLOOR NEW YORK, NY 10017 UNITED STATES	BT CELLNET CARRIER SERVICES 260 BATH ROAD SLOUGH, BERKSHIRE, GREAT BRITAIN SL1 4DX
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS ONE VERIZON WAY BASKING RIDGE, NJ 07920 UNITED STATES	BULGARIM TELECOMMUNICATIONS CO HERMES PARK-SOFIA 1784, FLOR 7 SOFIA, AT BULGARIA
COGENT COMMUNICATIONS, INC. 1015 31ST STREET WASHINGTON, D.C. 20007 UNITED STATES	CINGULAR WIRELESS NETWORK 5565 GLENRIDGE CONNECTOR, SUITE 1616 ATLANTA, GA 30342
COMFONE KEY2ROAM – COMFONE AG NUSSBAUMSTRASSE 25, P.O. BOX CH-3000 BERN 32 SWITZERLAND	CROATIAN TELECOM INC. DRASKOVICVA 26 ZAGREB, HR 10001
DISCOVERY LATIN AMERICA, LLC 6505 BLUE LAGOON DRIVE, SUITE 190 MIAMI, FL 33126 UNITED STATES	CURAÇÃO TELECOM NV ANTCT 40 KNUSFORD BLVD. KINGSTON 5, GREAT BRITAIN
EMERGIA S.A. AV. LUIS A. DE HERRERA 1248, PISO 4 MONTEVIDEO, URUGUAY 11300	DIGI TELECOMMUNICATIONS SDN.BH 2ND FLOOR, LOT 5, JALAN U1/15 – GLENMARIE HICOM INDUSTRIAL PARK SHAH ALAM, MY 40150
GTT 7900 TYSONS ONE PLACE SUITE 1450 MCLEAN, VA 22102	DIGICEL ANTILLES FRANCAISE GUY 97224 BOIS ROUGER – DUCOS ILHA MARTINIQUE CARIBE, FRANCE FRAF4

HBO OLE DISTRIBUTION LLC 4000 PONCE DE LEON BLVD., SUITE 800 CORAL GABLES, FL 33146	E-PLUS GMBH & CO. KG E-PLUS-PLATZ DUESSELDORF, GERMANY 40468
IBASIS GLOBAL, INC. 20 SECOND AVE. BURLINGTON, MA 01803	EQUINIX, INC. 4252 SOLUTIONS CENTER CHICAGO, IL 60677-4002
IDT DEMOSTIC TELECOM, INC. 520 BROAD STREET NEWARK, NJ 07102	GLOBAL CROSSING BANDWIDTH, INC. 1080 PITTSFORD - VICTOR ROAD PITTSFORD, NY 14534
KPN BV MAANPLEIN 55 GRAVENHAGE, NETHERLANDS 2156 CK	GLOBAL CROSSING CHILE SAN SEBASTIAN 2839 PISO 5 OFIC. 502 - LAS CONDES SANTIAGO, CHILE
LATIN AMERICAN NAUTILUS LTD. INTERNATIONAL HOUSE 3 HARBOUR MASTER PLACE DUBLIN 1, IRELAND	HOLA PARAGUAY S.A. ED.BELOKAN II, 2° PISO MCAL.LÓPEZ ASUNCIÓN, PARAGUAY
LATIN AMERICAN NAUTILUS USA INC. 200 BISCAINE BLVD., SUITE 4600 MIAMI, FL 33131	HUTCHISON CP TELECOM INDONESIA 9 11 JL GATOT SUBROTO JAKARTA, INDONESIA
LD TELECOMMUNICATIONS, INC. 2121 PONCE DE LEON BLVD., SUITE 200 CORAL GABLES, FL 33134	MARITIME COMMUNICATIONS PARTNER N-4838 ARENDAL 4, NYGATEN 4 - N-4838 ARENDAL NYGATEN 4, NO 4838 NORWAY
MCI INTERNATIONAL SERVICES INC. 22001 LOUDOUN COUNTY PARKWAY ASHBURN, VA 20147	MILICOM GHANA LTD TNL PCS 500081 HYDERABAD MADHAPUR, IN
MTV NETWORKS LATIN AMERICA, INC. 1111 LINCOLN ROAD, 6TH FLOOR MIAMI BEACH, FL 33139	MOBIFON SA 3 NERVA TRAIAN ST., COMPLEX M 101 - SECTOR 3 BUCHAREST, ROMANIA 74228
NAP OF THE AMERICAS, INC. 2601 S BAYSHORE DR MIAMI, FL 33133	NOVOMERC HOLDING S.A 8 CALLE AQUINO DE LA GU, IGRA BUILD - PANAMÁ 07 CIUDAD DE PANAMA, PANAMA 871371
NEXTEL OPERATIONS, INC. 6200 SPRINT PARKWAY OVERLAND PARK, KY 66251	ORANGE ROMANIA S.A. BLVD.LASCAR CATARGIU,51-53,SECTOR 1 BUCAREST, RO 1000
SPRINT SPECTRUM LP 6200 SPRINT PARKWAY OVERLAND PARK, KY 66251	PARTNER COMMUNICATIONS COMPANY 8 AMAL STREET AFEK INDUSTRIES PARK ROSH HA'AYIN, IL 48103
SPRINT COMMUNICATIONS COMPANY L.P. 8140 WARD PARKWAY KANSAS CITY, MO 64114	PUBLIC ENTERPRISE CROATIAN TEL 1ST FLOOR ECOSPACE 101-102 CAMPUS 3 BANGALORE, INDIA 560103
SYNIVERSE TECHNOLOGIES, INC. 8125 HIGHWOODS PALM WAY TAMPA, FL 33647	RADIOLINJA ORIGO OV. PIISPANTILANKUJA 4 ESPOO, FI 2240

TELEFONICA INTERNATIONAL; WHOLESALE SER FRANCISCO SILVELA, 42 MADRID, SPAIN 28028	ROGERS WIRELESS INC. ONE MOUNT PLEASANT ROAD TORONTO, ONTARIO M4Y 2Y5 C0A 0N0
TELEGLOBE USA, INC. 11480 COMMERCE PARK DRIVE RESTON, VA 20191	SOFTLAYER TECHNOLOGIES INC. 4849 ALPHA ROAD DALLAS, TX 75244
THE TELX GROUP, INC. 17 STATE STREET, 33RD FLOOR NEW YORK, NY 10004	SPICE TELECOM 148 INFRANTRY ROAD EMBASSY SQUARE BANGALORE, INDIA 560001
T-MOBILE USA, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006	TELECOM PERSONAL S.A. RECONQUISTA 1088, 13° FLOOR - ZIP C1003ABV BUENOS AIRES, ARGENTINA 1000
T-SYSTEMS NORTH AMERICA, INC. 701 WARRENVILLE ROAD LISLE, IL 60532	TELECOMMUNICATIEBEDRIJF SURINA HEILGENWEG 1 PARAMARIBO, SR 1000
TURNER BROADCASTING SYSTEM LATIN AMERICA, INC. ONE CNN CENTER, SOUTH TOWER, 12TH FLOOR ATLANTA, GA 30303	TELEFONICA COM. PERSONALE AV. CORRIENTES 655, 7TH FLOOR BUENOS AIRES, ARGENTINA 2100
	TELIASONERA INTERNATIONAL CARR 2201 COOPERATIVE WAY HERNDON, VA 20171
	VIETTEL TELECOM COMPANY 1 GIANG VAN MINH STRET HANOI, VIETNAM
	VODAFONE ALBANIA SH.A. ZAYED BUSINESS CTR.,SULEJAMN DIBRA TIRANA, AL 268/1 ALBANIA
	WANA CORPORATE 20190 – CASABLANCA CASABLANCA, MA MOROCCO
	TELEFÓNICA MÓVILES PANAMÁ S.A. 3 AVENIDA LA ROTONDA, ED ESTE 3 - PARQUE LEFEVRE COSTA DEL ESTE, PA
	T-MOBILE DEUTSCHLAND GMBH M131 LANDGRABENWEG 151 BONN, DE 53227 GERMANY
	VODACOM (PTY) LTD. PIER PLACE BUILDING 5TH FLOOR – FORESHORE CAPE TOWN
	VODAFONE MALTA LIMITED

	VODAFONE HOUSE,MSIDA ROAD B'KARA BK MALTA, MT 10000
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